

ESTTA Tracking number: **ESTTA286754**

Filing date: **05/29/2009**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	91183238
Party	Plaintiff Commerce Bancorp
Correspondence Address	Lawrence R. Robins Finnegan, Henderson, Farabow, Garrett & Dunner 901 New York Avenue, N.W. Washington, DC 20001-4413 UNITED STATES docketing@finnegan.com, anna.bonny@finnegan.com, kristin.peters@finnegan.com, lawrence.robins@finnegan.com
Submission	Motion to Join/Substitute Party
Filer's Name	Anna C. Bonny
Filer's e-mail	docketing@finnegan.com, anna.bonny@finnegan.com, susannah.kolstad@finnegan.com, kristen.peters@finnegan.com
Signature	/Anna C. Bonny/
Date	05/29/2009
Attachments	91183238 Consented Motion to Substitute Party Plaintiff.pdf ( 36 pages ) (512205 bytes )

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

<p>THE TORONTO-DOMINION BANK (by way of merger, name changes, and assignments from COMMERCE BANCORP, INC.),</p> <p>Opposer,</p> <p>v.</p> <p>JIM KOONS MANAGEMENT COMPANY,</p> <p>Applicant.</p>	<p>Opposition No. 91183238</p> <p>Mark: WE'RE GONNA WOW YA! Serial No. 77263036 Filed: August 23, 2007</p> <p>Mark: WE'RE GONNA WOW YA! Serial No. 77263026 Filed: August 23, 2007</p> <p>Mark: WE'RE GONNA WOW YA! Serial No. 77263043 Filed: August 23, 2007</p> <p>Mark: WE'RE GONNA WOW YA! Serial No. 77263022 Filed: August 23, 2007</p>
--	--

**CONSENTED MOTION TO SUBSTITUTE PARTY PLAINTIFF**

Pursuant to TBMP § 512 and Fed. R. Civ. P. 17 and 25, Opposer moves to substitute The Toronto-Dominion Bank in place of Commerce Bancorp, Inc. as party plaintiff.

TBMP § 512.02 provides that “[i]f the name of a party to an inter partes proceeding before the Board is changed, the title of the Board proceeding may be changed, upon motion or upon the Board’s own initiative, to reflect the change of name, provided that appropriate evidence thereof is made of record in the proceeding.” The Board will accept evidence of a change name in the form of a copy of the name change document, or the reel and frame numbers at which such document is recorded in the Assignment Services Division of the USPTO.

TBMP § 512.01 provides that when there has been an assignment of a mark involved in an inter partes proceeding before the Board, the assignee may be substituted rather than joined where the defendant raises no objection to substitution and upon motion granted by the Board.

In this case, there have been a merger and two name changes for Commerce Bancorp, Inc., followed by assignments of Registration Nos. 2961932; 2570816; 2671666; 2680303; and 2572852 to The Toronto-Dominion Bank:

- The merger of Commerce Bancorp, Inc. to Cardinal Merger Co. in registrations for the marks WOW! THE CUSTOMER (Reg. No. 2961932); WOW ANSWER GUIDE (Reg. No. 2570816); COMMERCEWOW!ZONE (Reg. No. 2671666); COMMERCE WOW! ZONE and Design (Reg. No. 2680303); and WOW ANSWER GUIDE and Design (Reg. No. 2572852) was recorded at Reel/Frame number 003994/0184. A copy of the recordation and merger document is attached as Exhibit A.
- The change of name from Cardinal Merger Co. to Cardinal Merger LLC in registrations for the marks WOW! THE CUSTOMER (Reg. No. 2961932); WOW ANSWER GUIDE (Reg. No. 2570816); COMMERCEWOW!ZONE (Reg. No. 2671666); COMMERCE WOW! ZONE and Design (Reg. No. 2680303); and WOW ANSWER GUIDE and Design (Reg. No. 2572852) was recorded at Reel/Frame number 003994/0220. A copy of the recordation and change of name document is attached as Exhibit B.
- The change of name from Cardinal Merger LLC to Commerce Bancorp LLC in registrations for the marks WOW! THE CUSTOMER (Reg. No. 2961932); WOW ANSWER GUIDE (Reg. No. 2570816); COMMERCEWOW!ZONE (Reg. No. 2671666); COMMERCE WOW! ZONE and Design (Reg. No. 2680303); and WOW ANSWER GUIDE and Design (Reg. No. 2572852) was recorded at Reel/Frame number 003994/0198. A copy of the recordation and change of name document is attached as Exhibit C.
- Commerce Bancorp LLC assigned its rights to the marks WOW! THE CUSTOMER (Reg. No. 2961932); WOW ANSWER GUIDE (Reg. No. 2570816); and WOW ANSWER GUIDE and Design (Reg. No. 2572852) to The Toronto-Dominion Bank, effective March 20, 2009. A copy of the assignment was filed

with the U.S. Patent and Trademark Office on May 27, 2009, and recorded at Reel/Frame number 003994/0259. A copy of the recordation and assignment of the subject registration is attached as Exhibit D.

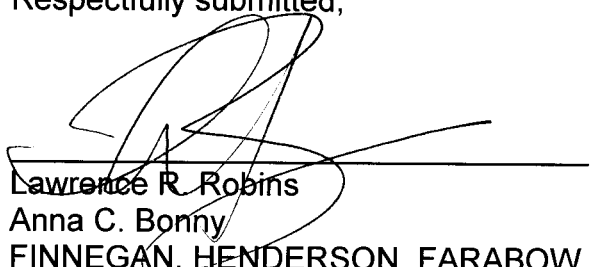
- Commerce Bancorp LLC assigned its rights to the marks COMMERCEWOW!ZONE (Reg. No. 2671666) and COMMERCE WOW! ZONE and Design (Reg. No. 2680303) to The Toronto-Dominion Bank, effective March 20, 2009. A copy of the assignment was filed with the U.S. Patent and Trademark Office on May 27, 2009, and recorded at Reel/Frame number 003994/0274. A copy of the recordation and assignment of the subject registration is attached as Exhibit E.

Counsel for Applicant, Kevin Oliveira, consented to this motion during a telephone conference on May 28, 2009. Accordingly, Opposer moves to substitute rather than join The Toronto-Dominion Bank in place of Commerce Bancorp, Inc. as party plaintiff.

In sum, The Toronto-Dominion Bank respectfully requests that its motion to substitute be granted, and that the caption of this proceeding be amended going forward to reflect The Toronto-Dominion Bank as Opposer in this case.

Respectfully submitted,

Dated: May 29, 2009



Lawrence R. Robins  
Anna C. Bonny  
FINNEGAN, HENDERSON, FARABOW,  
GARRETT & DUNNER, L.L.P.  
901 New York Avenue, N.W.  
Washington, D.C. 20001-4413  
Telephone: 202-408-4000  
Facsimile: 202-408-4400

Counsel for Opposer

**CERTIFICATE OF SERVICE**

I certify that a true and accurate copy of the foregoing CONSENTED MOTION TO SUBSTITUTE PARTY PLAINTIFF was served by email (by agreement) on May 29, 2009, upon the following counsel for Applicant:

Kevin Oliveira  
Odin, Feldman & Pittleman, PC  
9302 Lee Hwy, Suite 1100  
Fairfax, Virginia 22031  
kevin.oliveira@ofplaw.com

Susannah Kolstad

U.S. Trademark Opposition No. 91183238  
The Toronto-Dominion Bank v. Jim Koons Management Company  
Application Nos. 77263036; 77263026; 77263043; and 77263022  
Mark: WE'RE GONNA WOW YA!

# Exhibit A



## United States Patent and Trademark Office

Home Site Index Search Guides Contacts eBusiness eBiz alerts News Help



## Assignments on the Web &gt; Trademark Query

## Trademark Assignment Details

Reel/Frame: 3994/0184

Received: 05/27/2009

Recorded: 05/27/2009

Pages: 4

Attorney Dkt #: 09933.0147-00000

Conveyance: MERGER

## Total properties: 13

1	Serial #: <a href="#">75498020</a> Mark: THE COMMERCE ADVANTAGE	Filing Dt: 06/08/1998	Reg #: <a href="#">2708238</a>	Reg. Dt: 04/22/2003
2	Serial #: <a href="#">76050741</a> Mark: WOW ANSWER GUIDE	Filing Dt: 05/17/2000	Reg #: <a href="#">2570816</a>	Reg. Dt: 05/21/2002
3	Serial #: <a href="#">76050813</a> Mark: WOW ANSWER GUIDE	Filing Dt: 05/17/2000	Reg #: <a href="#">2572852</a>	Reg. Dt: 05/28/2002
4	Serial #: <a href="#">76128098</a> Mark: COMMERCE CHECKVIEW	Filing Dt: 09/14/2000	Reg #: <a href="#">2831145</a>	Reg. Dt: 04/13/2004
5	Serial #: <a href="#">76170213</a> Mark: COMMERCE TREASURYDIRECT	Filing Dt: 11/22/2000	Reg #: <a href="#">2839401</a>	Reg. Dt: 05/11/2004
6	Serial #: <a href="#">76317350</a> Mark: COMMERCE C COMMERCIAL LEASING	Filing Dt: 09/26/2001	Reg #: <a href="#">2795525</a>	Reg. Dt: 12/16/2003
7	Serial #: <a href="#">76333593</a> Mark: COMMERCE WOW! ZONE	Filing Dt: 11/02/2001	Reg #: <a href="#">2680303</a>	Reg. Dt: 01/28/2003
8	Serial #: <a href="#">76333594</a> Mark: COMMERCEWOW!ZONE	Filing Dt: 11/02/2001	Reg #: <a href="#">2671666</a>	Reg. Dt: 01/07/2003
9	Serial #: <a href="#">77190893</a> Mark: COMMERCE WEALTH MANAGEMENT	Filing Dt: 05/25/2007	Reg #: NONE	Reg. Dt:
10	Serial #: <a href="#">77209408</a> Mark: COMMERCE C WEALTH MANAGEMENT	Filing Dt: 06/19/2007	Reg #: NONE	Reg. Dt:
11	Serial #: <a href="#">78139294</a> Mark: WOW! THE CUSTOMER	Filing Dt: 06/27/2002	Reg #: <a href="#">2961932</a>	Reg. Dt: 06/14/2005
12	Serial #: <a href="#">78710746</a> Mark: COMMERCE REWARDS	Filing Dt: 09/12/2005	Reg #: NONE	Reg. Dt:
13	Serial #: <a href="#">78807821</a> Mark: COMMERCE C CAPITAL MARKETS	Filing Dt: 02/06/2006	Reg #: NONE	Reg. Dt:

## Assignor

1 [COMMERCE BANCORP, INC.](#)

Exec Dt: 03/31/2008

Entity Type: CORPORATION

Citizenship: NEW JERSEY

## Assignee

1 [CARDINAL MERGER CO.](#)  
C/O TD BANKNORTH, INC.  
TWO PORTLAND SQUARE  
PORTLAND, MAINE 04101

Entity Type: CORPORATION

Citizenship: DELAWARE

**Correspondence name and address**

FINNEGAN & HENDERSON  
901 NEW YORK AVENUE, N.W.  
WASHINGTON, DC 20001

If you have any comments or questions concerning the data displayed, contact PRD / Assignments at 571-272-3350.  
Web interface last modified: October 18, 2008 v.2.0.2

Search Results as of: 05/29/2009 09:13 AM

---

| [HOME](#) | [INDEX](#) | [SEARCH](#) | [eBUSINESS](#) | [CONTACT US](#) | [PRIVACY STATEMENT](#)



CERTIFICATE OF MERGER

OF

COMMERCE BANCORP, INC.  
(a New Jersey Corporation)

WITH AND INTO

CARDINAL MERGER CO.  
(a Delaware Corporation)

\*\*\*\*\*

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), Cardinal Merger Co., a Delaware corporation, hereby certifies the following information relating to the merger of Commerce Bancorp, Inc., a New Jersey corporation, with and into Cardinal Merger Co.:

**FIRST:** The name and state of incorporation of each of the constituent corporations in the merger is as follows:

(a) Cardinal Merger Co., a Delaware corporation (the "Surviving Corporation"); and

(b) Commerce Bancorp, Inc., a New Jersey corporation (the "Disappearing Corporation").

**SECOND:** An agreement of merger has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and the Disappearing Corporation in accordance with Section 252 of the DGCL.

**THIRD:** The name of the surviving corporation shall be "Cardinal Merger Co."

**FOURTH:** Following the effective time of the merger, the Certificate of Incorporation of Cardinal Merger Co. shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended in accordance with the provisions thereof and applicable law.

**FIFTH:** The authorized stock and par value of the Disappearing Corporation is 2,000 shares of common stock, par value \$0.01 per share, and 1,000 shares of preferred stock, par value \$0.01 per share.

**SIXTH:** The executed agreement of merger is on file at the principal place of business of the Surviving Corporation, whose address is c/o TD Banknorth, Inc., Two Portland Square, Portland, Maine 04101.

Delaware  
of  
Corporation  
16 PM  
PM 03  
- 4431

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of Cardinal Merger Co. as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of such corporation and that the facts stated herein are true.

Dated as of March 31, 2008

CARDINAL MERGER CO.,  
a Delaware corporation

By: Ray O'Donnell  
Name: Ray O'Donnell  
Title: President

Law  
r,  
rp,  
it  
ring  
fied,  
rger  
of  
ion  
and  
ires  
ace  
VO

U.S. Trademark Opposition No. 91183238  
The Toronto-Dominion Bank v. Jim Koons Management Company  
Application Nos. 77263036; 77263026; 77263043; and 77263022  
Mark: WE'RE GONNA WOW YA!

# Exhibit B



## United States Patent and Trademark Office

Home Site Index Search Guides Contacts eBusiness eBiz alerts News Help



## Assignments on the Web &gt; Trademark Query

## Trademark Assignment Details

Reel/Frame: 3994/0220

Pages: 5

Received: 05/27/2009

Recorded: 05/27/2009

Attorney Dkt #: 09933.0144-00000

Conveyance: CHANGE OF NAME

## Total properties: 13

1	Serial #: <a href="#">75498020</a> Mark: THE COMMERCE ADVANTAGE	Filing Dt: 06/08/1998	Reg #: <a href="#">2708238</a>	Reg. Dt: 04/22/2003
2	Serial #: <a href="#">76050741</a> Mark: WOW ANSWER GUIDE	Filing Dt: 05/17/2000	Reg #: <a href="#">2570816</a>	Reg. Dt: 05/21/2002
3	Serial #: <a href="#">76050813</a> Mark: WOW ANSWER GUIDE	Filing Dt: 05/17/2000	Reg #: <a href="#">2572852</a>	Reg. Dt: 05/28/2002
4	Serial #: <a href="#">76128098</a> Mark: COMMERCE CHECKVIEW	Filing Dt: 09/14/2000	Reg #: <a href="#">2831145</a>	Reg. Dt: 04/13/2004
5	Serial #: <a href="#">76170213</a> Mark: COMMERCE TREASURYDIRECT	Filing Dt: 11/22/2000	Reg #: <a href="#">2839401</a>	Reg. Dt: 05/11/2004
6	Serial #: <a href="#">76317350</a> Mark: COMMERCE C COMMERCIAL LEASING	Filing Dt: 09/26/2001	Reg #: <a href="#">2795525</a>	Reg. Dt: 12/16/2003
7	Serial #: <a href="#">76333593</a> Mark: COMMERCE WOW! ZONE	Filing Dt: 11/02/2001	Reg #: <a href="#">2680303</a>	Reg. Dt: 01/28/2003
8	Serial #: <a href="#">76333594</a> Mark: COMMERCEWOW!ZONE	Filing Dt: 11/02/2001	Reg #: <a href="#">2671666</a>	Reg. Dt: 01/07/2003
9	Serial #: <a href="#">77190893</a> Mark: COMMERCE WEALTH MANAGEMENT	Filing Dt: 05/25/2007	Reg #: NONE	Reg. Dt:
10	Serial #: <a href="#">77209408</a> Mark: COMMERCE C WEALTH MANAGEMENT	Filing Dt: 06/19/2007	Reg #: NONE	Reg. Dt:
11	Serial #: <a href="#">78139294</a> Mark: WOW! THE CUSTOMER	Filing Dt: 06/27/2002	Reg #: <a href="#">2961932</a>	Reg. Dt: 06/14/2005
12	Serial #: <a href="#">78710746</a> Mark: COMMERCE REWARDS	Filing Dt: 09/12/2005	Reg #: NONE	Reg. Dt:
13	Serial #: <a href="#">78807821</a> Mark: COMMERCE C CAPITAL MARKETS	Filing Dt: 02/06/2006	Reg #: NONE	Reg. Dt:

## Assignor

1 [CARDINAL MERGER CO.](#)

Exec Dt: 04/01/2008

Entity Type: CORPORATION

Citizenship: DELAWARE

## Assignee

1 [CARDINAL MERGER LLC](#)  
C/O TD BANKNORTH, INC.  
TWO PORTLAND SQUARE  
PORTLAND, MAINE 04101Entity Type: LIMITED LIABILITY  
COMPANY

Citizenship: DELAWARE

**Correspondence name and address**

FINNEGAN & HENDERSON  
901 NEW YORK AVENUE, N.W.  
WASHINGTON, DC 20001

If you have any comments or questions concerning the data displayed, contact PRD / Assignments at 571-272-3350.  
Web interface last modified: October 18, 2008 v.2.0.2

Search Results as of: 05/29/2009 09:13 AM

---

| [HOME](#) | [INDEX](#) | [SEARCH](#) | [eBUSINESS](#) | [CONTACT US](#) | [PRIVACY STATEMENT](#)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CARDINAL MERGER CO." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CARDINAL MERGER CO." TO "CARDINAL MERGER LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 2008, AT 6:06 O'CLOCK P.M.

4431446 8100V

080383530

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6493315

DATE: 04-01-08

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "CARDINAL MERGER LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 2008, AT 6:06 O'CLOCK P.M.



4431446 8100V

080383530

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6493315

DATE: 04-01-08

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION OF  
CARDINAL MERGER CO.  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

**April 1, 2008**

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.
- 3.) The Corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware and was incorporated in the State of Delaware on September 28, 2007.
- 4.) The name of the Corporation immediately prior to filing this Certificate of Conversion is "Cardinal Merger Co."
- 5.) The name of the limited liability company into which the Corporation is to be converted as set forth in its Certificate of Formation is "Cardinal Merger LLC".

[Signature to follow on next page]



**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Conversion as of the date first written above.

**CARDINAL MERGER CO.**

By: Ray O'Donnell  
Name: Ray O'Donnell  
Title: President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:06 PM 04/01/2008  
FILED 06:06 PM 04/01/2008  
SRV 080383530 - 4431446 FILE

CERTIFICATE OF FORMATION  
OF  
CARDINAL MERGER LLC

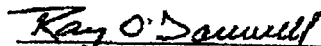
This Certificate of Formation of Cardinal Merger LLC (the "Company"), dated as of April 1, 2008, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Cardinal Merger LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

  
Ray O'Donnell  
President

U.S. Trademark Opposition No. 91183238  
The Toronto-Dominion Bank v. Jim Koons Management Company  
Application Nos. 77263036; 77263026; 77263043; and 77263022  
Mark: WE'RE GONNA WOW YA!

# Exhibit C



## United States Patent and Trademark Office

Home Site Index Search Guides Contacts eBusiness eBiz alerts News Help



## Assignments on the Web &gt; Trademark Query

## Trademark Assignment Details

Reel/Frame: 3994/0198

Pages: 6

Received: 05/27/2009

Recorded: 05/27/2009

Attorney Dkt #: 09933.0128-00000

Conveyance: CHANGE OF NAME

## Total properties: 13

1	Serial #: <a href="#">75498020</a> Mark: THE COMMERCE ADVANTAGE	Filing Dt: 06/08/1998	Reg #: <a href="#">2708238</a>	Reg. Dt: 04/22/2003
2	Serial #: <a href="#">76050741</a> Mark: WOW ANSWER GUIDE	Filing Dt: 05/17/2000	Reg #: <a href="#">2570816</a>	Reg. Dt: 05/21/2002
3	Serial #: <a href="#">76050813</a> Mark: WOW ANSWER GUIDE	Filing Dt: 05/17/2000	Reg #: <a href="#">2572852</a>	Reg. Dt: 05/28/2002
4	Serial #: <a href="#">76128098</a> Mark: COMMERCE CHECKVIEW	Filing Dt: 09/14/2000	Reg #: <a href="#">2831145</a>	Reg. Dt: 04/13/2004
5	Serial #: <a href="#">76170213</a> Mark: COMMERCE TREASURYDIRECT	Filing Dt: 11/22/2000	Reg #: <a href="#">2839401</a>	Reg. Dt: 05/11/2004
6	Serial #: <a href="#">76317350</a> Mark: COMMERCE C COMMERCIAL LEASING	Filing Dt: 09/26/2001	Reg #: <a href="#">2795525</a>	Reg. Dt: 12/16/2003
7	Serial #: <a href="#">76333593</a> Mark: COMMERCE WOW! ZONE	Filing Dt: 11/02/2001	Reg #: <a href="#">2680303</a>	Reg. Dt: 01/28/2003
8	Serial #: <a href="#">76333594</a> Mark: COMMERCEWOW!ZONE	Filing Dt: 11/02/2001	Reg #: <a href="#">2671666</a>	Reg. Dt: 01/07/2003
9	Serial #: <a href="#">77190893</a> Mark: COMMERCE WEALTH MANAGEMENT	Filing Dt: 05/25/2007	Reg #: NONE	Reg. Dt:
10	Serial #: <a href="#">77209408</a> Mark: COMMERCE C WEALTH MANAGEMENT	Filing Dt: 06/19/2007	Reg #: NONE	Reg. Dt:
11	Serial #: <a href="#">78139294</a> Mark: WOW! THE CUSTOMER	Filing Dt: 06/27/2002	Reg #: <a href="#">2961932</a>	Reg. Dt: 06/14/2005
12	Serial #: <a href="#">78710746</a> Mark: COMMERCE REWARDS	Filing Dt: 09/12/2005	Reg #: NONE	Reg. Dt:
13	Serial #: <a href="#">78807821</a> Mark: COMMERCE C CAPITAL MARKETS	Filing Dt: 02/06/2006	Reg #: NONE	Reg. Dt:

## Assignor

1 [CARDINAL MERGER LLC](#)

Exec Dt: 04/02/2008

Entity Type: LIMITED LIABILITY COMPANY

Citizenship: DELAWARE

## Assignee

1 [COMMERCE BANCORP LLC](#)  
C/O TD BANKNORTH, INC.  
TWO PORTLAND SQUARE  
PORTLAND, MAINE 04101

Entity Type: LIMITED LIABILITY COMPANY

Citizenship: DELAWARE

**Correspondence name and address**

FINNGEGAN & HENDERSON  
901 NEW YORK AVENUE, N.W.  
WASHINGTON, DC 20001

If you have any comments or questions concerning the data displayed, contact PRD / Assignments at 571-272-3350.  
Web interface last modified: October 18, 2008 v.2.0.2

Search Results as of: 05/29/2009 09:13 AM

---

| [HOME](#) | [INDEX](#) | [SEARCH](#) | [eBUSINESS](#) | [CONTACT US](#) | [PRIVACY STATEMENT](#)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CARDINAL MERGER LLC", CHANGING ITS NAME FROM "CARDINAL MERGER LLC" TO "COMMERCE BANCORP LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2008, AT 7:45 O'CLOCK P.M.



4431446 8100

080388614

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6499725

DATE: 04-03-08

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: Cardinal Merger LLC
  
2. The Certificate of Formation of the limited liability company is hereby amended as follows: First: The name of the limited liability company formed hereby is Commerce Bancorp LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 2nd day of April, A.D. 2008.

By: CARDINAL INTERMEDIATE LLC, Managing Member

Richard C. Angello  
Authorized Person(s)

Name: Richard C Angello  
Print or Type

080388614 David

PAGE 1

REVISED 8/1/99

Whenever a filing is received by the Secretary of State with the words "Bank" or "Trust" or a derivative of either word in the name, we will forward it to the State Bank Commissioner or his designee prior to filing, pursuant to Title 8, Delaware Code, Sections 126 and 191, and Title 3, Delaware Code, Section 721. After review by the Commissioner or his designee, a recommendation will be made to the Secretary of State indicating whether or not the name should be approved.

In order for the Bank Commissioner to determine whether or not to recommend approval, please answer the following questions:

**IF THIS FORM IS NOT COMPLETELY FILLED OUT, IT WILL NOT BE REVIEWED BY THE BANK COMMISSIONER.**

- 1. The name on the filing is Commerce Bancorp, LLC
- 2. The type of filing is in connection with a Certificate of Conversion/Formation of Commerce Bancorp, LLC
- 3. Will the corporation be a bank? Yes  No
- 4. If not will it be a bank holding company? Yes  No
- 5. Will the corporation conduct banking business in Delaware? Yes  No
- 6. If not, will it be conducting a banking business out of state? Yes  No
- 7. If yes, what type of banking business and where will the business be conducted.

The applicant controls Commerce Bank, N.A. and Commerce Bank/Worth, which have branches in the states of NJ, VA, DE, NY, CT, VA, MD and FL, as well as DC.

8. Under which federal or state regulatory authority will it operate (OCC, OTS, FRB, SEC, FOREIGN (describe), etc.)? The applicant is regulated as a bank holding company by the Board of Governors of the Federal Reserve System. Its subsidiaries, Commerce Bank, N.A. and Commerce Bank/Worth are regulated by (i) the OCC and (ii) the NCC and the NY Dept. of Bank and Insurance, respectively.

9. Has application(s) been filed with the above-mentioned agency(ies)? Yes  No

(If yes, which agency(ies) and when was each application filed) The applicant is currently a New Jersey bank holding company. In connection with its reorganization to Delaware, an application was submitted to the Board of Governors of the Federal Reserve System on November 30, 2007 and approved on March 13, 2008.

10. If not a banking business, what type of business will it be conducting?  
Not Applicable.



PAGE 2

11. If not a banking business, will it be regulated by any federal or state agency? Yes  No  Not Applicable
- 11a. If yes, which agency? Not Applicable which state? \_\_\_\_\_
12. Is the applicant an affiliate of a regulated entity?  Yes \_\_\_\_\_
- 12a. If yes, identify which entity: Commerce Bank, N.A.; Commerce Bank/Worth; The Toronto-Dominion Bank; TD Banknorth, N.A.; TD Bank USA, N.A.
13. Contact name, address, and telephone number: \_\_\_\_\_

Gary Rice

Kingston Thacher & Best LLP V.P.

425 Lexington Avenue, New York, NY 10017

212-453-7349

(signature)

(title)

VP President

TO THE OFFICE OF THE STATE BANK COMMISSIONER

Please review and return with your recommendation as soon as possible.

APPROVAL, RECOMMENDED

NAME

Jonathan Lualaba

APPROVAL, NOT RECOMMENDED

DATE

4-3-08

This is a Priority Filing Yes  No

*This is a Bank Holding Company!*

U.S. Trademark Opposition No. 91183238  
The Toronto-Dominion Bank v. Jim Koons Management Company  
Application Nos. 77263036; 77263026; 77263043; and 77263022  
Mark: WE'RE GONNA WOW YA!

# Exhibit D



## United States Patent and Trademark Office

Home Site Index Search Guides Contacts eBusiness eBiz alerts News Help



## Assignments on the Web &gt; Trademark Query

## Trademark Assignment Details

Reel/Frame: [3994/0259](#)

Pages: 7

Received: 05/27/2009

Recorded: 05/27/2009

Attorney Dkt #: 09933.0145-00000

Conveyance: ASSIGNS THE ENTIRE INTEREST

## Total properties: 10

1	Serial #: <a href="#">75498020</a> Mark: THE COMMERCE ADVANTAGE	Filing Dt: 06/08/1998	Reg #: <a href="#">2708238</a>	Reg. Dt: 04/22/2003
2	Serial #: <a href="#">76050741</a> Mark: WOW ANSWER GUIDE	Filing Dt: 05/17/2000	Reg #: <a href="#">2570816</a>	Reg. Dt: 05/21/2002
3	Serial #: <a href="#">76050813</a> Mark: WOW ANSWER GUIDE	Filing Dt: 05/17/2000	Reg #: <a href="#">2572852</a>	Reg. Dt: 05/28/2002
4	Serial #: <a href="#">76128098</a> Mark: COMMERCE CHECKVIEW	Filing Dt: 09/14/2000	Reg #: <a href="#">2831145</a>	Reg. Dt: 04/13/2004
5	Serial #: <a href="#">76170213</a> Mark: COMMERCE TREASURYDIRECT	Filing Dt: 11/22/2000	Reg #: <a href="#">2839401</a>	Reg. Dt: 05/11/2004
6	Serial #: <a href="#">77190893</a> Mark: COMMERCE WEALTH MANAGEMENT	Filing Dt: 05/25/2007	Reg #: NONE	Reg. Dt:
7	Serial #: <a href="#">77209408</a> Mark: COMMERCE C WEALTH MANAGEMENT	Filing Dt: 06/19/2007	Reg #: NONE	Reg. Dt:
8	Serial #: <a href="#">78139294</a> Mark: WOW! THE CUSTOMER	Filing Dt: 06/27/2002	Reg #: <a href="#">2961932</a>	Reg. Dt: 06/14/2005
9	Serial #: <a href="#">78710746</a> Mark: COMMERCE REWARDS	Filing Dt: 09/12/2005	Reg #: NONE	Reg. Dt:
10	Serial #: <a href="#">78807821</a> Mark: COMMERCE C CAPITAL MARKETS	Filing Dt: 02/06/2006	Reg #: NONE	Reg. Dt:

## Assignor

1 [COMMERCE BANCORP LLC](#)

Exec Dt: 03/20/2009

Entity Type: LIMITED LIABILITY COMPANY

Citizenship: DELAWARE

## Assignee

1 [THE TORONTO-DOMINION BANK](#)  
55 KING STREET  
TORONTO, CANADA

Entity Type: CHARTERED BANK

Citizenship: CANADA

## Correspondence name and address

FINNEGAN & HENDERSON  
901 NEW YORK AVENUE, N.W.  
WASHINGTON, DC 20001

## Domestic representative

FINNEGAN & HENDERSON  
901 NEW YORK AVENUE, N.W.  
WASHINGTON, DC 20001

If you have any comments or questions concerning the data displayed, contact PRD / Assignments at 571-272-3350.  
Web interface last modified: October 18, 2008 v.2.0.2

Search Results as of: 05/29/2009 09:13 AM

---

[| HOME](#) | [INDEX](#) | [SEARCH](#) | [eBUSINESS](#) | [CONTACT US](#) | [PRIVACY STATEMENT](#)

## ASSIGNMENT

Commerce Bancorp LLC, a Delaware Limited Liability Company with its principal place of business at Two Portland Square, Portland, Maine ("Assignor"), is the owner of the marks identified in Exhibit A and of the U.S. trademark registration therefor ("the Trademarks").

The Toronto-Dominion Bank, a Canadian chartered bank with its principal place of business at 55 King Street, Toronto, Ontario, Canada ("Assignee"), wishes to acquire the Trademarks.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

Commerce Bancorp LLC

By: 

Name: John R. Opperman

Title: Vice President

Date: 20 MAR 2009

**EXHIBIT A-Trademarks**

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
1-800-YES-2000	2,533,220	January 29, 2002
AMERICA'S #1 BANK	3,235,767	May 1, 2007
AMERICA'S BEST BANK	3,482,598	August 5, 2009
AMERICA'S MOST CONVENIENT BANK	2,462,917	June 19, 2001
AMERICA'S MOST CONVENIENT BANK	2,260,060	July 6, 1999
AMERICA'S MOST CONVENIENT BANK	2,890,738	October 5, 2004
AMERICA'S MOST CONVENIENT GIFT	3,133,194	August 22, 2006
AMERICA'S MOST CONVENIENT INSURANCE	2,922,054	February 1, 2005
AMERICA'S MOST CONVENIENT INVESTMENTS	3,012,501	November 8, 2005
C (Stylized in Red)	3,068,258	March 14, 2006
C (Stylized)	2,506,199	November 13, 2001
C COMMERCE BANK (Stylized)	3,214,418	March 6, 2007
CAMP BUSINESS	3,009,960	November 1, 2005
CAMP BUSINESS	2,914,229	December 28, 2004
CAMP BUSINESS: THE LEARNING JOURNEY	2,911,543	December 14, 2004
COMMERCE	2,084,001	July 29, 1997
COMMERCE BANC	3,405,574	April 1, 2008

## INSURANCE SERVICES

COMMERCE CHECKVIEW	2,831,145	April 13, 2004
COMMERCE TRADEFINANCE DIRECT	3,177,453	November 28, 2006
COMMERCE TREASURY DIRECT	2,839,401	May 11, 2004
COMMERCE U C UNIVERSITY (Stylized)	2,996,378	September 20, 2005
COMMERCE UNIVERSITY	3,115,621	July 18, 2006
MAKING MONEY MAKE SENSE	2,931,623	March 8, 2005
MONEY ROCKS!	3,262,905	July 10, 2007
MOST CONVENIENT BANK	3,204,243	January 30, 2007
PENNY ARCADE	3,102,701	June 13, 2006
RED FRIDAY	3,104,346	June 13, 2006
THE COMMERCE ADVANTAGE	2,708,238	April 22, 2003
THE LEARNING JOURNEY	2,862,324	July 13, 2004
THE YES BANK	2,331,011	March 21, 2000
THERE'S NO PLACE LIKE COMMERCE!	3,283,043	August 21, 2007
WOW ANSWER GUIDE	2,570,816	May 21, 2002
WOW ANSWER GUIDE & Design	2,572,852	May 28, 2002
WOW! THE CUSTOMER	2,961,932	June 14, 2005
YESBANK.COM	2,917,576	January 11, 2005

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
COMMERCE C CAPITAL MARKETS & Design	78/807,821	February 6, 2006
COMMERCE REWARDS	78/710,746	September 12, 2005
COMMERCE WEALTH MANAGEMENT	77/190,893	May 25, 2007
COMMERCE WEALTH MANAGEMENT	77/209,408	June 19, 2007
ESCROWDIRECT	78/545,599	January 11, 2005
PENNY ARCADE	76/977,915	October 18, 2004
WOW	76/536,100	June 2, 2003
WOW	76/519,868	June 3, 2003
YOU'VE EARNED IT!	78/710,749	September 12, 2005
AMERICA'S MOST CONVENIENT GIFT	78/532,315	December 14, 2004

State Registrations

<u>MARK/STATE</u>	<u>REG NO.</u>	<u>REG DATE</u>
C (Stylized)-Pennsylvania	2799871	February 12, 1998
C (Stylized)-Pennsylvania	2799869	February 12, 1998
C (Stylized)-Pennsylvania	2799874	February 7, 2003
C (Stylized)-New Jersey	20522	February 11, 1998
C (Stylized) COMMERCE BANK (Stylized)-Delaware	200518562	May 19, 2005
C COMMERCE BANK- Pennsylvania	3093413	September 9, 2002
C COMMERCE BANK (Stylized)-New Jersey	22189	May 2, 2005
COMMERCE-Pennsylvania	2799866	February 12, 1998



COMMERCE-Pennsylvania	2799870	February 12, 1998
COMMERCE-Pennsylvania	2799872	February 12, 1998
COMMERCE-New Jersey	20523	February 11, 1998
COMMERCE BANK-New Jersey	20521	February 11, 1998
COMMERCE BANK-New Jersey	2799868	February 12, 1998
COMMERCE BANK- Pennsylvania	2799867	February 12, 1998
COMMERCE BANK- Pennsylvania	2799873	February 12, 1998
COMMERCE NATIONAL- Delaware	0070367	October 19, 2000

U.S. Trademark Opposition No. 91183238  
The Toronto-Dominion Bank v. Jim Koons Management Company  
Application Nos. 77263036; 77263026; 77263043; and 77263022  
Mark: WE'RE GONNA WOW YA!

# **Exhibit E**



## United States Patent and Trademark Office

[Home](#) [Site Index](#) [Search](#) [Guides](#) [Contacts](#) [eBusiness](#) [eBiz alerts](#) [News](#) [Help](#)

## Assignments on the Web &gt; Trademark Query

## Trademark Assignment Details

Reel/Frame: [3994/0274](#)

Pages: 4

Received: 05/27/2009

Recorded: 05/27/2009

Attorney Dkt #: 09933.0111-00000

Conveyance: NUNC PRO TUNC ASSIGNMENT

## Total properties: 3

1	Serial #: <a href="#">76317350</a>	Filing Dt: 09/26/2001	Reg #: <a href="#">2795525</a>	Reg. Dt: 12/16/2003
	Mark: COMMERCE C COMMERCIAL LEASING			
2	Serial #: <a href="#">76333593</a>	Filing Dt: 11/02/2001	Reg #: <a href="#">2680303</a>	Reg. Dt: 01/28/2003
	Mark: COMMERCE WOW! ZONE			
3	Serial #: <a href="#">76333594</a>	Filing Dt: 11/02/2001	Reg #: <a href="#">2671666</a>	Reg. Dt: 01/07/2003
	Mark: COMMERCEWOW!ZONE			

## Assignor

1 [COMMERCE BANCORP LLC](#)

Exec Dt: 03/20/2009

Entity Type: LIMITED LIABILITY  
COMPANY

Citizenship: DELAWARE

## Assignee

1 [THE TORONTO-DOMINION BANK](#)  
55 KING STREET  
TORONTO, CANADA

Entity Type: CHARTERED BANK

Citizenship: CANADA

## Correspondence name and address

FINNEGAN & HENDERSON  
901 NEW YORK AVENUE, N.W.  
WASHINGTON, DC 20001

## Domestic representative

FINNEGAN & HENDERSON  
901 NEW YORK AVENUE, N.W.  
WASHINGTON, DC 20001

Search Results as of: 05/29/2009 09:14 AM

If you have any comments or questions concerning the data displayed, contact PRD / Assignments at 571-272-3350.  
Web interface last modified: October 18, 2008 v.2.0.2

| [HOME](#) | [INDEX](#) | [SEARCH](#) | [eBUSINESS](#) | [CONTACT US](#) | [PRIVACY STATEMENT](#)

## NUNC PRO TUNC ASSIGNMENT

Commerce Bancorp LLC, a Delaware Limited Liability Company with its principal place of business at Two Portland Square, Portland, Maine ("Assignor"), is the record owner of the marks identified in Exhibit A and of the U.S. trademark registrations therefor ("the Trademarks").

On approximately March 20, 2009, The Toronto-Dominion Bank, a Canadian chartered bank with its principal place of business at 55 King Street, Toronto, Ontario, Canada, acquired the Trademarks from Assignor. Assignee is the owner in fact of the Trademarks and the parties desire to reflect this fact in the records of the U.S. Patent and Trademark Office.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns nunc pro tunc as of March 20, 2009 to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

Commerce Bancorp LLC

By: 

Name: John R. Opperman

Title: Vice President

Date: 27 MAY 09

**EXHIBIT A**

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
COMMERCE WOW! ZONE & Design	2,680,303	January 28, 2003
COMMERCEWOW!ZONE	2,671,666	January 7, 2003
COMMERCE C COMMERCIAL LEASING & Design	2,795,525	December 16, 2003